

17 March 2014

English only

**Committee on the Peaceful
Uses of Outer Space**
Legal Subcommittee
Fifty-third session
Vienna, 24 March-4 April 2014

**Request for observer status with the Committee on the Peaceful Uses of
Outer Space: application of the African Association of Remote Sensing of
the Environment (AARSE)**

Note by the Secretariat

1. At its thirty-third session, in 1990, the Committee considered guidelines for granting observer status with the Committee to international intergovernmental and non-governmental organizations. The possible criteria suggested by the Outer Space Affairs Division to the Committee at the time were the following:

(a) As part of its programme, the organization should be concerned with matters falling within the competence of the Committee on the Peaceful Uses of Outer Space;

(b) The aims and purposes of the organization should be in conformity with the spirit, purposes and principles of the Charter of the United Nations;

(c) The organization should be a recognized international organization and should have an established headquarters, an executive officer, and a constitution, a copy of which is deposited with the Secretary-General of the United Nations. In the case of a non-governmental organization, it should be a non-profit organization.

2. Having considered the matter, the Committee at its thirty-third session, agreed, that in the future non-governmental organizations which request observer status with the Committee should have consultative status with the Economic and Social Council (ECOSOC) and should, as part of their programmes, be concerned with matters falling within the competence of the Committee.

3. At its fifty-third session, in 2010, the Committee agreed that observer status would be granted to non-governmental organizations on a provisional basis, for a period of three years, pending information on the status of their application for consultative status with the Economic and Social Council. The Committee also agreed that the provisional observer status could be extended for an



additional year, if necessary. The Committee further agreed that it would grant permanent observer status to such non-governmental organizations upon confirmation of their consultative status with the Council.

4. While the Committee's decision did not specifically include the elements referred to in 2(c) above, it has been the practice of the Committee, since its decision in 1990, to have before it the constitution or statutes of the organization or entity requesting observer status.

5. On 10 December 2013 the Office for Outer Space Affairs received an application for observer status with the Committee on the Peaceful Uses of Outer Space from the African Association of Remote Sensing of the Environment (AARSE). The following related correspondence received from AARSE is attached to this document:

(a) Letter from AARSE containing a background information on the AARSE and stating its intention to become a permanent observer of the Committee;

(b) Bylaws/statutory documents confirming the status of AARSE as a non-governmental organization;

(c) Constitution of AARSE;

(d) Financial Report Summary of AARSE (February 2012).



AFRICAN ASSOCIATION OF REMOTE SENSING OF THE
ENVIRONMENT (AARSE)

(<http://www.africanremotesensing.org>)

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Ref.: AARSE/2013/12/1

Date: 10th December 2013

Prof. Mazlan Othman
Director
Office for Outer Space Affairs
United Nations Office at Vienna
Vienna International Centre
Wagramerstrasse 5,
A-1220 Vienna
AUSTRIA

Dear Director,

I have the pleasure and honour of writing to you on behalf of the Council of the African Association of Remote Sensing of the Environment (AARSE), to apply for the status of Observer Organisation at UN COPUOS.

The AARSE was founded in 1992 and was incorporated in 2008 as a non-profit, international non-governmental organization (NGO) with registration number 2008/029110/08 under Section 21 of the South African Companies Act 61 of 1973. The primary aim of AARSE is to increase the awareness of African governments and their institutions, the private sector and the society at large, about the empowering and enhancing benefits of developing, applying and utilizing responsibly, the products and services of Earth Observation Systems and Geospatial Technology.

The Association pays great attention to the development, utilization and domestication of space science and technology in African countries through research, education and training. To achieve its objectives, AARSE conducts biennial (once every two years) international conferences across Africa on various relevant topics of Earth Observation and Geospatial Information Sciences apart from other awareness and capacity building activities. Up to the year 2012, AARSE has organized nine (9) of such conferences in Harare (Zimbabwe) in 1996, Abidjan (Cote D'Ivoire) in 1998, Cape Town (South Africa) in 2000, Abuja (Nigeria) in 2002, Nairobi (Kenya) in 2004, Cairo (Egypt) in 2006, Accra (Ghana) in 2008, Addis Ababa (Ethiopia) in 2010 and El Jadida (Morocco) in 2012. The conference usually takes place in the last week of October of every even-numbered year. The 10th conference will take place from 27 to 31 October 2014 in the University of Johannesburg, Johannesburg, South Africa with the University and the South African Space Agency (SANSA) as co-hosts. We have also published a special AARSE issue of the International Journal of Applied Earth Observation and Geoinformation, Vol. 12 Supplement 1, February 2010.

AARSE is a partner of many international organizations such as the International Society for Photogrammetry and Remote Sensing (ISPRS), the IEEE Geosciences and Remote Sensing Society (GRSS), the Asian Association of Remote Sensing (AARS), the Latin America Association of Remote Sensing (SELPER) and the European Association of Remote Sensing Laboratories (EARSeL); a participating organization of the Group on Earth Observations (GEO) and an institutional member of the Global Spatial Data Infrastructure (GSDI) Association. As a member of the UN-ECA's Executive Working Group on Geoinformation, AARSE also participates in, and contributes to the activities of the UN-ECA Committee on Development Information, Science and Technology (CODIST), sub-Committee on Geoinformation.

The Association has been an active participant in, and/or promoter of many space-related activities. These include: the UNESCO-African Union (AU) Expert meeting on Space Science and Technology from 30 May – 1 June 2007 in Paris, France, where a strong recommendation was made for the development of an African Space Policy; the EU-AU GMES Africa meeting from 6- 7 December 2007 in Lisbon, Portugal; University Network for Disaster Risk Reduction in Africa (UNEDRA); West African Coastal Management Group; Pre-AfricaGIS 2007 workshop on GEO Interoperability, Health & Water Workshop in Ouagadougou, Burkina Faso in 2007; Pre-AARSE 2008 GEO workshop on Water Security and Governance, in Accra, Ghana in 2008; Production of Africa Atlas by UNEP; and GMES for Africa: Regional Network for Information Exchange and Training in Emergencies (GARNET-E) project funded by the European Commission under the Seventh Framework Research and Development Program.

We are applying to be an Observer Organisation to UN COPUOS because of our conviction that the path to Africa's sustainable development is in the responsible use of space-based technology in the various developmental programmes and actions for which our Association is highly committed.

While looking forward to a positive consideration of our application, please rest assured of the continued commitment and support of AARSE towards achieving a rapid uptake of Space Science and Technology in Africa.

Please find attached to this application, copies of (a) the Constitution of AARSE, (b) Articles of Association and (c) the financial report for year 2011/2012..

I thank you for your kind attention.



Prof. Jide Kufoniyi

President

African Association of Remote Sensing of the Environment (AARSE)

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REPUBLIC OF SOUTH AFRICA
COMPANIES ACT 1973

**ARTICLES OF ASSOCIATION OF A COMPANY
NOT HAVING A SHARE CAPITAL
NOT ADOPTING SCHEDULE 1
(section 60(1); regulation 18)**

Registration No 2008/029110/08

Name of company:

**AFRICAN ASSOCIATION OF REMOTE SENSING OF THE ENVIRONMENT
(Association incorporated under section 21)**

A

The Articles of Table A contained in Schedule 1 to the Companies Act of 1973, shall not apply to the company.

B

The Articles of the company are as follows:

1. INTERPRETATION

In these Articles, unless the context otherwise requires:

- 1.1 **“the Companies Act”** means Act 61 of 1973, as amended or any Act which replaces it;
- 1.2 **“member”** means the persons referred to in Article 4.1 and persons who become members in terms of Article 4.2;
- 1.3 **“profits”** includes revenue, realised capital profits and unrealised

capital profits insofar as the law ordinarily allows it to be distributed as dividends;

1.4 “**register**” means the register of members kept in terms of the Statutes;

1.5 “**the Republic**” means the Republic of South Africa;

1.6 “**the Statutes**” means the Companies Act and any and every other statute or subordinate legislation from time to time in force concerning companies and necessarily affecting the company;

1.7 references to members represented by proxy shall include members represented by an agent appointed under a general or special power of attorney and references to members present or acting in person shall include corporations represented or acting in the manner prescribed in the Statutes;

1.8 expressions defined in the Companies Act, or any statutory modification thereof, in force at the date on which these Articles become binding on the company shall have the meanings so defined;

1.9 words in the singular number shall include the plural and words in the plural number shall include the singular, words importing the masculine gender shall include females, and words importing persons shall include bodies corporate.

2. **PRELIMINARY**

2.1 If the provisions of these Articles are in any way inconsistent with the provisions of the Statutes, the provisions of the Statutes shall prevail, and these Articles shall be read in all respects subject to the Statutes.

- 2.2 Notwithstanding the omission from these Articles of any provision to that effect, the company may do anything which the Companies Act empowers a company to do if so authorised by its Articles of Association.

3. NATURE OF THE COMPANY

The company is a company limited by guarantee and shall be deemed to be a public company for the purpose of the Companies Act and the provisions of the Companies Act applying to public companies will apply to this company unless it appears differently from the context.

4. MEMBERS

- 4.1 The first members of the company shall be ***(names of members)***.
- 4.2 Any person who makes a written application to become a member of the company and whose application is accepted by the directors shall be and become a member of the company.
- 4.3 The executor of a deceased member or the trustee of an insolvent member will become a member of the company ipso facto upon receiving his appointment and will remain a member until he has resigned or been expelled, subject to the provision of Article 4.4. In case there is more than one executor or trustee, in the respective estates, the executors or trustees thereof shall in each case count as one member, and shall in each case, for all purposes of the company, be represented by one of their number duly authorised thereto to the satisfaction of the chairman of the meeting.
- 4.4 A member shall ipso facto cease to be a member of the company if:
- 4.4.1 his estate is finally sequestrated;

- 4.4.2 being a body corporate, an order for the final winding-up or judicial management of the member is granted or a special resolution for the winding-up of the member is duly passed and registered in terms of the Act;
 - 4.4.3 he is placed under curatorship;
 - 4.4.4 he is removed as a member by a majority of the members or directors of the company;
 - 4.4.5 by notice in writing to the company he resigns as a member.
- 4.5 The membership of the company shall consist of:
- 4.5.1 **foundation members:** the first members of the company shall be foundation members;
 - 4.5.2 **sponsor members:** persons, corporations, companies, institutions or other bodies who, having agreed to be bound by the terms of the Memorandum and Articles of Association of the company and having been admitted to membership pay such annual subscription as shall be determined by the board of directors;
 - 4.5.3 **corporate members:** persons, corporations, companies, institutions or other bodies who, having agreed to be bound by the terms of the Memorandum and Articles of Association of the company and having been admitted to membership, agree to pay such annual subscription as shall be determined by the board of directors;
 - 4.5.4 **honorary members:** persons who, in recognition of exceptional and distinguished services rendered to the company are elected honorary members by the board of directors;

4.5.5 **affiliated members:** professional or educational or other institutions and/or associations and/or societies which, having agreed to be bound by the terms of the Memorandum and Articles of Association and having been admitted to membership, pay an annual subscription to be fixed by the board of directors in each particular case.

4.6 All membership subscriptions shall become due and payable in advance on the first day of March in each year. Failure to renew subscription within 90 (ninety) days from due date shall terminate membership.

5. **MEETINGS OF MEMBERS**

5.1 The company, at such times as are prescribed in the Statutes, shall hold general meetings of members to be known and described in the notices calling such meetings as annual general meetings.

5.2 The directors may, whenever they think fit, convene a general meeting, and a general meeting shall also be convened on a requisition made in terms of the Statutes or, in default, may be convened by the requisitionists as provided by and subject to the provisions of the Statutes. If at any time there shall not be within the Republic sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene a general meeting in the same manner as or as nearly as possible to that in which meetings may be convened by the directors.

5.3 Every meeting of members shall, unless otherwise resolved by the directors, be held in the city or town in which the company's registered office is for the time being situated.

5.4 Subject to the provisions of the Statutes relating to meetings of which special notice is required to be given, an annual general

meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice in writing, and a meeting of the company, other than an annual general meeting or a meeting for the passing of a special resolution, shall be called by at least fourteen clear days' notice in writing. The notice shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of the business, and shall be given, in a manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the company at a meeting of members, to such persons as are, under these Articles, entitled to receive such notices from the company: provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting who hold not less than ninety-five per cent of the total voting rights of all the members. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

6. PROCEEDINGS AT MEETINGS OF MEMBERS

- 6.1 All business that is transacted at a general meeting, and all that is transacted at the annual general meeting, with the exception of the consideration of the audited financial statements, the election of auditors and the fixing of the remuneration of the auditors shall be deemed to be special business.
- 6.2 Business may be transacted at any meeting of members only while a quorum is present.
- 6.3 Save as herein otherwise provided, the quorum at a meeting of members shall be three members entitled to vote, personally

present, or if a member is a body corporate, represented.

- 6.4 If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or, if that day is a public holiday, to the next succeeding day which is not a public holiday, Saturday or Sunday, or if this is inconvenient to a day not less than seven but not more than twenty-one days after the date of the meeting at a place determined and if at such adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting then, subject to the Statutes, the members or member present shall be a quorum.
- 6.5 The chairman, if any, of the board of directors shall preside as chairman at every meeting of members of the company. If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present shall choose some director, or if no director is present, or if all the directors present decline to take the chair, they shall choose some member present to be chairman of the meeting.
- 6.6 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting to the same day in the next week, at the same time and place, or, if that day is a public holiday, to the next succeeding day which is not a public holiday, Saturday or Sunday, or if this is inconvenient to a day not less than seven but not more than twenty-one days after the date of the meeting at a place determined, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the

adjournment took place. When a meeting is adjourned as a result of a direction given in terms of any applicable provision in the Statutes, notice of the adjourned meeting shall be given in the manner prescribed by such provision but, save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

- 6.7 At any meeting of members a resolution put to the vote of the meeting shall be decided on a show of hands. A declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.
- 6.8 In the case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote.
- 6.9 Subject to the provisions of the Statutes, an ordinary resolution in writing signed by a majority of the persons for the time being entitled to receive notice of and to attend and vote at a meeting of members or by duly authorised representatives on their behalf shall be as valid and effectual as if it had been passed at a meeting of the company duly convened and held.
- 6.10 No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

7. VOTES OF MEMBERS

- 7.1 Each member of the company present in person or by proxy or, if a member is a body corporate, duly represented at any meeting of the company shall have one vote.
- 7.2 Every member entitled to attend and vote at a meeting of the company shall be entitled to appoint another person (whether a member or not) as his proxy to attend speak and vote in his stead at any meeting of the company.
- 7.3 The form appointing a proxy shall be in writing under the hand of the appointer or of his agent duly authorised in writing or, if the appointer is a corporate body, under the hand of an officer or agent authorised by that body. The holder of a general or special power of attorney given by a member shall be entitled to vote on a show of hands or in any other case, if duly authorised under that power to attend and take part in the meetings and proceedings of the company or companies generally, whether or not he himself is a member of the company.
- 7.4 The form appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority shall be deposited at the registered office of the company not less than twenty-four hours (or such lesser period as the directors may unanimously determine in relation to any particular meeting) before the time for holding the meeting (including an adjourned meeting) at which the person named in the form proposes to vote, and in default the form of proxy shall not be treated as valid. No form appointing a proxy shall be valid after the expiration of six months from the date when it was signed, except at an adjourned meeting unless specifically stated otherwise in the proxy itself.
- 7.5 Subject to the provisions of the Companies Act, a form appointing a proxy may be in any usual or common form.

- 7.6 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental disorder of the principal or revocation of the proxy or the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the company at the offices before the commencement of the meeting or adjourned meeting at which the proxy is used.

8. DIRECTORS

- 8.1 Until otherwise determined by a meeting of members, the number of directors shall not be less than 3 (three) who are not connected to each other in the sense that they are not spouses or are not related to each other or to each other's spouses within the third degree of consanguinity, nor more than 10 (ten).
- 8.2 The first directors of the company shall be *(insert names)*.
- 8.3 The company may from time to time at any meeting of members increase or reduce the number of directors subject to the limitations set out in Article 8.1.
- 8.4 Unless otherwise decided by a meeting of members any casual vacancy occurring in the board of directors may be filled by the directors.
- 8.5 The company at a meeting of members or the directors shall have power at any time, and from time to time, to appoint any person as a director but so that the total number of directors shall not at any time exceed the maximum number fixed by or in terms of these Articles.

9. REMUNERATION OF DIRECTORS

9.1 The remuneration of the directors shall from time to time be determined by the directors, but subject always to the company's Memorandum of Association and the Statutes. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in or about the performance of their duties as directors including those of attending and travelling to and from meetings of the directors or any committee of the directors or for attending any meeting of members of the company.

9.2 Subject to the Memorandum of Association and the Statutes the directors may pay any director who serves on any committee or who devotes special attention to the business of the company, or otherwise performs services which in the opinion of the directors are outside the scope of the ordinary duties of a director, such extra remuneration as they may determine.

10. ALTERNATE DIRECTORS

10.1 Any director shall have the power to nominate another person approved by the board to act as alternate director in his place during his absence or inability to act as such director, and on such appointment being made, the alternate director shall, in all respects, be subject to the terms and conditions existing with reference to the other directors of the company. A person may be appointed as alternate to more than one director. If a person is alternate to more than one director or where an alternate director is a director, he shall have a separate vote, on behalf of each director that he is representing in addition to his own vote, if any.

10.2 The alternate directors, whilst acting in the place of the directors who appointed them, shall exercise and discharge all the duties

and functions of the directors they represent. The appointment of an alternate director shall cease on the happening of any event which, if he were a director, would cause him to cease to hold office in terms of these Articles or if the director who appointed him ceases to be a director, or gives notice to the secretary of the company that the alternate director representing him shall have ceased to do so. An alternate director shall look to the director who appointed him for his remuneration.

11. BORROWING POWERS OF DIRECTORS

11.1 The directors may in their discretion, from time to time, raise or borrow from the members or other persons any sums of money for the purposes of the company without limitation.

11.2 The directors may secure the payment or repayment of any sums of money borrowed or raised in terms of Article 11.1 or the payment of any debt, liability or obligation whatsoever of the company or of a third party, in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the execution of bonds, charged upon all or any part of the property and rights of the company, both present and future.

12. GENERAL POWERS AND DUTIES OF DIRECTORS

12.1 The business of the company shall be managed by the directors who may pay all expenses incurred in getting up and registering the company, and may exercise all such powers of the company as are not by the Statutes or by these Articles required to be exercised by the company at any meeting of members (including without derogating from the generality of the foregoing or from the rights of the shareholders, the power to resolve that the company be

wound up), subject nevertheless to the provisions of these Articles and of the Statutes and to such regulations being not inconsistent with these Articles or the Statutes, as may be prescribed by the company at any such meeting; but no regulation made by the company at such meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

12.2 The directors may from time to time appoint one or more of their body to the office of managing director or manager for such period and subject to the Memorandum of Association and the Statutes at such remuneration (whether by way of salary or commission, or participation in profits or partly in one way and partly in another) and generally on such terms as they may think fit, and it may be made a term of his appointment that he be paid a pension, gratuity or other benefit on his retirement from office. The appointment of a managing director or manager shall determine ipso facto if he shall cease for any reason to be a director, or if the company at any meeting of members shall resolve that his tenure of the office of managing director or manager be determined.

12.3 The directors may from time to time entrust to and confer upon a managing director or manager for the time being such of the powers vested in them as they may think fit, and may confer such powers for such time and to be exercised for such objects and upon such terms and with such restrictions as they may think expedient; and they may confer such powers either collaterally or to the exclusion of, and in substitution for, all or any of the powers of the directors, and may from time to time revoke or vary all or any of such powers. A managing director appointed pursuant to the provisions hereof shall, after powers have been conferred upon him by the directors in terms hereof be deemed to derive such powers directly from this Article.

- 12.4 The directors shall have the power from time to time to delegate, or to allocate, to any one of their members or to any other person, whether in the Republic or not, such of the powers as are vested in the directors pursuant to the Statutes or under these Articles, as they may deem fit.
- 12.5 The directors may delegate, or allocate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the directors. Save as aforesaid, the meetings and proceedings of a committee consisting of more than one member shall be governed by the provisions of these Articles regulating the meetings and proceedings of directors.

13. DISQUALIFICATION AND PRIVILEGES OF DIRECTORS

- 13.1 A director shall cease to hold office as such if:
- 13.1.1 he ceases to be a director by virtue of any of the provisions of the Statutes or becomes prohibited from being a director by reason of any order made under the Statutes; or
- 13.1.2 his estate is sequestrated or he files an application for the surrender of his estate or an application for an administration order, or if he commits an act of insolvency as defined in the insolvency law for the time being in force, or if he makes any arrangement or composition with his creditors generally; or
- 13.1.3 he resigns his office by notice in writing to the company; or
- 13.1.4 a notice removing him from office is signed by members having a right to attend and vote at a meeting of members who hold not less than 51% of the total voting rights of all the

members who are at that time entitled so to attend and vote and is delivered to the company or lodged at its registered office; or

13.1.5 he is otherwise removed in accordance with any provisions of these Articles.

13.2 No director or intending director shall be disqualified by his office from contracting with the company in any manner whatsoever and in particular as:

13.2.1 a guarantor of any liability of; or

13.2.2 employee of or provider of services to

the company, or any company in which the company may be interested, for a commission or profit; nor shall any such contract or arrangement entered into by or on behalf of the company in which any director shall be in any way interested, nor any contract or agreement entered into with any company or partnership of or in which any director shall be a member, director or partner or otherwise interested, be invalidated or voided by any such reason or by reason of the board of directors of the company not constituting an independent quorum, nor shall any director so contracting or being so interested or acquiring any benefit under any contract or arrangement made or entered into by or on behalf of any person, company or partnership in relation to the affairs of the company be liable to account to the company for any profits or benefits realised by or under such contract or arrangement by reason of such director holding that office or by reason of the fiduciary relationship thereby established, and any director so interested or acquiring any such benefits shall be entitled to vote at any board meeting or otherwise in relation to such contract as freely as if he were not interested and he shall be reckoned for the

purpose of constituting a quorum of directors. Nevertheless, any director so interested or acquiring any benefit shall disclose the fact of his possessing any interest and full particulars thereof, be it as director or member or otherwise, whether or not it appears on the face of the contract or arrangement, in accordance with the provisions of the Statutes. Subject to the provisions of the Statutes, a general notice in writing given to the directors by a director to the effect that he is a member of a specified company or firm and is to be regarded as interested in any contract which may, after the date of the notice, be made with that company or firm, shall be deemed to be a sufficient disclosure in relation to any contract or proposed contract so made or to be made.

- 13.3 Without detracting from the generality of Article 13.2 a director may hold any other office or place of profit in the company, other than that of auditor, in conjunction with his directorship, and may be appointed thereto upon such terms as to remuneration, tenure of office and otherwise as may be arranged by the directors. A director may, notwithstanding his interest, be counted in the quorum present at any meeting at which he is so employed or appointed to hold any such office of profit with the company and he may vote on such employment or appointment as though he had no interest therein.

14. PROCEEDINGS OF DIRECTORS

- 14.1 A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.

- 14.2 The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

- 14.3 Unless otherwise resolved by the directors, all their meetings shall

be held in the city or town where the company's registered office is for the time being situated.

- 14.4 Questions arising at any meeting of the directors shall be decided by a majority of votes.
- 14.5 The chairman shall not have a second or casting vote.
- 14.6 The directors may determine what period of notice shall be given of meetings of directors and may determine the means of giving such notice which may include telephone, telegram, telefax or e-mail or other electronic means. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the Republic, but notice of any such meeting shall be given to his alternate, if he has appointed one, provided that such alternate is in the Republic.
- 14.7 A quorum shall consist of 3 (three) directors. For the purpose hereof a director who has authorised another director to vote for him at a meeting in terms of Article 14.10 shall, if the director so authorised is present at the meeting, be deemed to be present himself and each director whose alternate is present at a meeting (even if the latter is alternate to more than one director) shall be deemed to be so present.
- 14.8 The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as a quorum, the continuing directors or director may act only for the purpose of summoning a general meeting of the company. If there are no directors able and willing to act, and no specific provision is made in these Articles for the appointment of directors, then any two members may summon a general meeting for the purpose of appointing directors.

- 14.9 Subject to the Statutes:
- 14.9.1 any resolution in writing, signed in any legally recognised manner by all the directors for the time being present in the Republic and being not less than are sufficient to form a quorum shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted: Provided that where a director is not present in the Republic, but has an alternate who is, the resolution must be signed by that alternate. The resolution may consist of several documents, each signed by one or more directors or their alternates in terms of this Article;
- 14.9.2 any resolution referred to in Article 14.9.1 shall be deemed (unless the contrary is stated therein) to have been passed on the date upon which it was signed by the last director or alternate required to sign it and where it states a date as being the date of its signature by any director or alternate that document shall be prima facie evidence that it was signed by that director or alternate on that date.
- 14.9.3 in the case of matters requiring urgent resolution or, if for any reason it is impracticable to meet as contemplated in Article 14.3 or pass a resolution as contemplated in Article 14.9.1, the meeting may be conducted and a resolution may be passed utilising conference telephone facilities, or other similar electronic means provided that the required quorum is met.
- 14.10 A director unable to attend a directors' meeting may authorise any other director to vote for him at that meeting, and in that event the director so authorised shall have a vote for each director by whom he is so authorised in addition to his own vote. If both the director so authorised and an alternate of the director who granted the

authority are present at the meeting, the alternate shall not be entitled to vote on behalf of the absent director. Authority in terms of this Article must be in writing and must be handed to the person presiding at the meeting at which it is to be used.

- 14.11 The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding it, the directors present may choose one of their number to be chairman of the meeting.

15. VALIDITY OF ACTS OF DIRECTORS AND COMMITTEES

As regards all persons dealing in good faith with the company, all acts done by any meeting of the directors or of a committee of directors or of any executives, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such directors or persons acting as aforesaid, or that they or any of them were disqualified or had ceased to hold office or were not entitled to vote, be as valid as if every such person had been duly appointed or was qualified or had continued to be a director or was entitled to vote, as the case may be.

16. RESERVES

- 16.1 The directors may set aside out of the amount available for dividends such sum as they think proper as a reserve fund or in addition thereto. The directors may divide the reserve fund into such special funds as they think fit, with full power to employ the assets constituting such fund or funds in the business of the company, or may subject to the Memorandum of Association invest the same upon such investments as they may select without being

liable for any depreciation of or loss in consequence of such investments whether the same be usual or authorised investments for trust funds or not.

16.2 The reserve fund shall, at the discretion of the directors but subject to the Memorandum of Association, be applicable for making provision for exceptional losses, expenses or contingencies, or for the extension or development of the company's activities, or for writing down the value of any of the assets of the company, or for repairing, improving and maintaining assets connected with the business of the company, or to cover the loss in wear and tear or other depreciation in value of any property of the company or for any of the objects or powers of the company, or for any other purpose to which the profits of the company may be properly applied.

16.3 The directors may re-allocate the amounts of such reserves either in whole or in part to other special or general reserves and may consolidate into one reserve any special reserves or any parts of any special reserves into which the reserve may have been divided. The directors may also carry forward any profits without placing them to reserve.

17. NOTICES

17.1 A notice by the company to any member shall be regarded as validly given:

17.1.1 if it is delivered personally to the member or person entitled to the share;

17.1.2 is sent prepaid through the post or is transmitted by telegram to him at his registered address; or

- 17.1.3 is sent by telefax, e-mail or other electronic method by which notice can be given to a telefax, e-mail or other approved electronic address provided to the company in writing.
- 17.2 Any notice or document sent in terms of Article 17.1 to any member shall be deemed to have been duly served on the registered member, notwithstanding that such member be then deceased, or has otherwise become incapable, whether or not the company has notice of the death or incapability, until some other person be duly registered in the stead of the person to whom delivery is made.
- 17.3 Any notice, if given by post, shall be deemed to have been served on the day following that on which the letter or envelope containing such notice is posted, and in proving the giving of the notice sent by post it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office.
- 17.4 When a given number of days' notice or notice extending over any period is required to be given, the day of service shall not be counted in such number of days or period.
- 17.5 The company shall not be bound to enter any person in the register of members as entitled to any share until that person gives the company a physical or postal address for entry on the register and such person may further provide an electronic address to which notice may be given at the instance of the company.

18. INDEMNITY

Every director, manager and officer of the company shall be indemnified out of the funds of the company against all liability incurred by him as such director, manager, or officer, in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under the Companies Act

section 248 or any amendment thereof in which relief is granted to him by the court.

19. WINDING-UP

If the company shall be wound up the liquidator shall comply with the provisions of clauses 5(a) and 6(b) of the company's Memorandum of Association.

20. PATRONS

The directors may from time to time appoint patrons of the company for periods determined by the directors.

21. BOOKS OF ACCOUNT AND FINANCIAL STATEMENTS

21.1 The company shall keep its books and accounts in accordance with the Companies Act and, where its income is tax exempt, in accordance with the provisions of the Income Tax Act 58 of 1962 or its successor.

21.2 A copy of the financial statements that has to be made available to a person in accordance with section 302 of the Companies Act 61 of 1973 may also be made available electronically to all persons who have agreed thereto in writing.

**CONSTITUTION OF THE AFRICAN ASSOCIATION OF REMOTE
SENSING OF THE ENVIRONMENT
(AARSE)**

CONSTITUTION OF THE AFRICAN ASSOCIATION OF REMOTE SENSING OF THE ENVIRONMENT (AARSE)

African scientists and engineers involved in Earth observation (EO) and geo-information science and monitoring of the environment:

Convinced of the need to develop and harness

Considering the need for cooperation among member countries through the exchange of views and ideas related to technology, systems, policy and services of earth observation systems and GIS,

Realizing the need for the establishment of a regional forum to discuss the issues liable to the African interest,

Recognizing the importance that these technologies offer to the benefit of

Africa, hereby agree as follows:

ARTICLE 1

Name and legal status:

The name of the organization shall be known as *'The African Association of Remote Sensing of the Environment'* here-in-after referred to as **AARSE**.

ARTICLE 2 - OBJECTIVES

The objectives of AARSE shall be:

2.1 To *create* an enabling environment for the continent of Africa to derive benefits from, and contribute to international space science, technology and application programmes.

2.2 To *assist* its members as well as national, regional and international user community through timely dissemination of scientific, technical, policy and programme information in all aspects of space science and technology;

2.3 To *provide* a forum to address issues of common interest through the conduct of conferences, seminars and workshops;

2.4 To *promote* a greater cooperation and coordination of efforts among African countries, institutions and industries in the development of space technology and its application to natural resources and environmental issues;

2.5 To *promote* greater appreciation of the benefit of the technology, especially, remote sensing and Geographic Information System (GIS) in the pursuance of an African priority programme for economic recovery and sustainable development.

2.6 To *exchange* views and ideas on technology, systems, policy and services of EO systems and geo-information science which are applicable to the betterment of Africa;

2.7 To *improve* teaching and training in EO systems and geo-information science and to collect, evaluate and disseminate results and failures in remote sensing activities from all over the world;

2.8 To *bring* together experts in remote sensing, GIS and environmental problems and foster good understanding among the members;

2.9 To *promote* or to organize public meetings and congresses with scientific reports;

2.10 To *conduct* other remotely sensed and GIS activities consistent with its aims.

For effective implementation of the above objectives, AARSE may:

2.11 *Hold* a biennial AARSE Conference, annual workshops, symposiums and tutorials to exchange and discuss ideas related to earth observation systems and geo-information science including the usage of remotely sensed data and GIS in environmental and natural resources assessment in Africa and elsewhere;

2.12 *Stimulate* national societies/associations to conduct seminars/symposiums/workshops on the usage of such technology in problems related to their countries;

2.13 *Initiate* studies for feasibility of special tasks and projects in remotely sensed data and GIS to be implemented in the continent;

2.14 *Promote* multinational training programmes dealing with the technology, system maintenance, operation and services for members and associate members in cooperation and sponsorship from appropriate institutions;

2.15 Perform studies on the environment and other natural resources to generate recommendations to relevant organizations on issues related to the environment, optimal usage of the remote sensing technology, GIS and other related methodologies through study group activities within AARSE.

ARTICLE 3 - MEMBERSHIP

3.1 AARSE shall consist of *Individual Members, Corporate Members, Associate Members and Observers*.

3.2 The *Individual Membership* of AARSE shall be open to anyone inside Africa or elsewhere interested and involved in remote sensing applications and technology, photogrammetry, surveying, cartography, GIS and the environment and ready to promote the intention of the Association. Individual Members shall have the right to vote in the General Assembly (GA) and be eligible for official positions.

3.3 The *Corporate membership* of AARSE shall be open to *National Groups* (institutes and organizations of the government, private institutes, nonprofit organizations, societies and associations) in operation inside Africa, and which are engaged in matters related to remote sensing, GIS, and monitoring of the environment. The membership shall be open to others involved in the development, application and products of remote sensing and geo-information technologies in their respective areas of operation, and willing to actively participate in the AARSE activities and which support the objectives of AARSE. A corporate member through its official representative shall have the right to vote in the GA.

3.4 The *Associate Membership* of AARSE shall be given to branches, institutes or organizations of the government, private institutes, nonprofit organizations, societies and associations in operation outside of Africa and which are engaged in matters related to remote sensing, GIS and the application of these technologies in environmental and natural resources assessment and which support the activities of the Association. Associated Members shall have the right to vote in the GA.

3.5 The *Observer status* of AARSE shall be given to any individual, or branch of a national or international public or private institutes inside or outside of Africa which are not engaged in the fields of remote sensing, GIS, environment and natural resources assessment. Observers shall have the right to attend the GA with no voting rights.

3.6 Individual, Corporate and Associate Members shall be eligible to all benefits and share the information available from AARSE.

ARTICLE 4 - RECOGNITION OF RIGHTS

AARSE shall recognize the rights of individual member, Corporate Member and Associate Member to maintain their membership within other organizations.

ARTICLE 5 - OFFICIAL LANGUAGE

The working languages of AARSE shall be English or French.

ARTICLE 6 - ORGANS OF AARSE

6.1 The AARSE shall consist of:

- *The General Assembly (GA)*
- *The Executive Council (EC)*
- *The Study Groups (SG)*
- *Standing Committees (SC) as may be implemented by the Executive Council from time to time.*
- *Advisory Group(AG)*

6.2 The GA shall be a general meeting attended by individual members, corporate members, associate members and observers for consensus gathering process of AARSE, rather than debating, on the general issues of AARSE's operations and other technical matters recommended by the President, the Executive Council, Chairperson of the Study Group and/or the Advisory Group.

6.2.1 A corporate member shall be represented by one delegate during a general assembly. The corporate representative may be accompanied by not more than three advisors who shall not have voting or speaking rights.

6.2.2 A General Assembly shall possess full power to fulfill the aims and to conduct activities in accordance with the regulations of the Association as provided for in this constitution.

6.2.3 A GA shall be held at least once in two years and be presided over by the AARSE President.

6.2.4 A General Assembly (GA) shall have the authority to:

- Endorse the decisions made by the Executive Council.
- Approve recommendations of the Executive Council on the following matters:
 - Nomination of the next President of AARSE
 - Annual reports of AARSE
 - Annual operation and business plans of AARSE
 - Amendment of AARSE Constitution
 - Dissolution of AARSE
 - Creation of study groups and chairpersons thereof
 - Review and approve reports from study groups on assigned study projects.

6.3 The Executive Council (EC) shall be responsible for decision making on the principles, policy and direction of management and operation of AARSE.

6.3.1 The EC shall recommend important decisions to the GA for endorsement.

6.3.2 The EC may recommend additional organs, rules and procedures to the GA for endorsement.

6.3.3 The Executive Council shall consist of:

- The President
- The Immediate Past President
- The Secretary General
- A Councillor for each of the five sub-regions of Africa (Central, East, North, South and West)
- The Treasurer
- The Communications Manager
- One member nominated by the Board of Trustees
- One co-opted member nominated by the President

6.3.4 The Executive Council approves the succession of the Secretary General as the next President-Elect through secret ballot to be conducted by the outgoing President at least three months before the following Executive Council meeting. The President has a casting vote. If the Secretary General fails to attain a minimum vote of fifty percent (50%) then the EC Members may nominate any other member of the Executive Council as President-Elect. The outgoing President shall conduct a postal ballot to elect the President from the nominated candidates. The candidate with the majority vote is considered elected.

6.3.5. If the Secretary General is not available for succession, the second part of the above nomination and election procedure shall apply.

6.3.6 The Council shall nominate by vote one candidate for the next AARSE Secretary General from among the members of the existing Executive Council.

6.3.7 The EC shall nominate candidates for the post of regional Vice Presidents. 6.3.8 The Council shall then recommend the nominees to the GA for approval before their terms expire.

6.3.9 The Executive Council shall have authority to second additional members to serve as the Treasurer and the Communications Manager. The seconded members shall have full rights as members of the EC.

6.3.10 Each officer shall serve for a term of four years renewable for only one additional term of four years through the same procedure.

6.3.11 The EC meeting shall be chaired by the President. In his/her absence, the meeting shall be chaired by the Secretary General. In the absence of the latter, the EC members present shall elect a chair from among themselves for the duration of that meeting.

6.3.12 All decisions of the EC shall require a majority vote of all members of the EC, not only of those present at that particular meeting.

6.3.13 The EC may vote on any matter either by mail or in person.

6.3.14. In all decisions of the EC, the President shall have a casting vote.

6.4 *The Study Group* shall be formed during the GA upon the recommendation from the Council to carry out special studies, tasks and projects upon request from outside or internal need.

6.4.1 The chairperson of a Study Group shall be nominated by the President.

6.4.2 The chairpersons shall direct the operation of each Study Group with the assistance of the Secretary General in accordance to the rules and procedures of the Study Groups.

6.5 *The President* of AARSE shall be the chief executive officer of the Association. He/She shall be elected from among the AARSE EC Members and shall represent AARSE with the authority and responsibility for implementing the directions and guidelines set by the constitution and AARSE EC on matters of AARSE with the full assistance from the Secretary General and other EC members. The President shall appoint committees as are required for the purpose of the Association. In the absence of the President, the Secretary General will assume the responsibilities of the President.

6.6 *The Secretary General* of AARSE is in charge of all activities of AARSE and should function following the direction set by the EC. S/He shall liaise and introduce AARSE to various organizations. S/He should file and document all materials which belong to the Association. S/He should prepare and send minutes of the meetings to all EC members present. S/He should represent AARSE with responsibility for implementing the directions and guidelines set by the constitution of AARSE on matters of AARSE. S/He shall be elected from among the AARSE EC members and together with the President or any of the Councillors shall be present in all AARSE's EC Meetings. In the absence of the President and the Secretary General, the remaining EC members will nominate one of the remaining members to assume the responsibilities of the President.

6.7 *The Councillors* of AARSE shall represent the five subregions in Africa, namely, North Africa, West Africa, Central Africa, East Africa and Southern Africa. Essentially, the selection of the Councillors is based on the need to reach out to wider African Scientists and Engineers and other professionals to register their membership of the Association and facilitate communication. The Councillors shall be responsible on behalf of the President for their sub-regions and coordinate AARSE matters within their sub-regions. They shall make adequate arrangement to publicise AARSE, represent the association with the authority and responsibility for implementing the directions and guidelines set by the constitution and AARSE Council on matters of AARSE with the full assistance from the President and the Secretary General. They should stimulate the creation of local remote sensing centres and report any activities on their subregions to the President and the Secretary General.

6.8 *The Treasurer* of AARSE under the direction of the EC, shall administer the

financial affairs of the Association and shall submit a financial report covering the fiscal year, which report shall be included in the Annual Report of AARSE. With the assistance from the President and Secretary General, the Treasurer shall present a budget forecast to the EC annually. The Treasurer shall arrange to publish the summary financial statements of the Association in the AARSE Newsletter. The Treasurer shall arrange for the receipt and disbursement of all Association funds and shall arrange for an audit to be prepared annually by the Association's Auditor.

6.9 *The Communications Manager* of AARSE under the direction of the Executive Committee, shall be in charge of the editorial business, responsible for editing, publishing and the distribution of the Association's publications. The Communications Manager shall have the authority to solicit papers and materials and may accept or reject materials offered for publication. The Communications Manager shall perform such additional duties as may be delegated by the President or the Executive Committee. The Communications Manager's post shall be advertised, open to anyone with experience and shall be elected for a term of four years.

6.10 The Executive Committee shall appoint a certified **Auditor** to be responsible for auditing the books and accounts of the Association, which shall be kept by the Treasurer. Such audit report shall be presented to the General Assembly of the Association or the EC annually, as appropriate.

6.11 A *Standing Committee (SC)* shall be composed of the President of AARSE, the Secretary General, the Conference Director of the next AARSE Conference and the Councillor for the region where the conference will take place. The SC shall make arrangements and recommendations for AARSE Conference for the consideration of the EC and (if necessary) the General Assembly.

ARTICLE 7 - AARSE CONFERENCE

The African Association of Remote Sensing of the Environment (AARSE) Conference shall be held every two years. The venue of the Conference shall be recommended by the EC, based on the submission by different potential hosts, and approved by the GA. The Conference shall be open to individual scientist, engineer and any person or organization interested and involved in remote sensing, GIS and the application of such technology in environmental and natural resources assessment.

ARTICLE 8 - FINANCE

8.1 The finance of AARSE shall be made of the following sources:

- Annual fees from AARSE Individual, Corporate and Associate members.
- Special donations from members and associate members.
- Special donations from Observers.
- Contributions and donations from public organizations.
- Support funds from international organizations, agencies and governments.

8.2 The annual fees for AARSE membership categories shall be set by the EC from time to time.

8.3 AARSE members and EC members who are in arrears of membership fees shall not enjoy the privileges of membership nor exercise the rights under this constitution.

ARTICLE 9 - MEETINGS

9.1 The Association shall hold at least one general every two years. This meeting shall be known as the *General Assembly (GA)*

9.2 The GA shall be held at a time and place designated by the EC.

9.3 Extra-ordinary meetings of all members may take place when the President and the EC consider it appropriate or upon request by one-third (1/3) of members.

9.4 The EC shall announce the date and place of the meetings, three months before the GA, and at least one month before the extra-ordinary meeting.

9.5 Two-thirds of the members shall constitute a quorum.

ARTICLE 10 - ELECTION OF OFFICERS

10.1 The Committee on Nominations shall approve/or nominate one candidate for the offices of the President, two or more candidates for the offices of Secretary, Councillor, Treasurer, Communications Manager and Auditor. The Committee on Nomination must secure the consent of all candidates nominated.

10.2 Each member voting may cast one vote for each officer.

10.3 The Committee on Nominations shall appoint a Committee of Tellers whose responsibility shall be to see that the ballots are counted in an accurate and impartial manner.

ARTICLE 11- COORDINATION WITH INTERNATIONAL ORGANIZATIONS

11.1 AARSE shall establish and maintain cooperative relationship with all the national, regional and international organizations.

11.2 AARSE shall honor the standards and practices set forth by the aforementioned organizations.

11.3 The specifics of cooperative relationship between the AARSE and other international organizations shall be defined by mutual agreement.

ARTICLE 12 – WITHDRAWAL

12.1 Any AARSE member or associate member may withdraw from the AARSE by a written notification to the President.

12.2 Upon the receipt of the notification of withdrawal, the President shall announce the notification within three (3) months from the receipt to members and associate members of AARSE and withdrawal will take effect by the end of the current year.

12.3 Any withdrawing member shall fulfil its membership obligation until the end of the current withdrawing year.

ARTICLE 13 - MODIFICATION OF THE CONSTITUTION

Any modifications of the Constitution shall be submitted to a General Assembly for ratification and will come into effect only after such ratification.

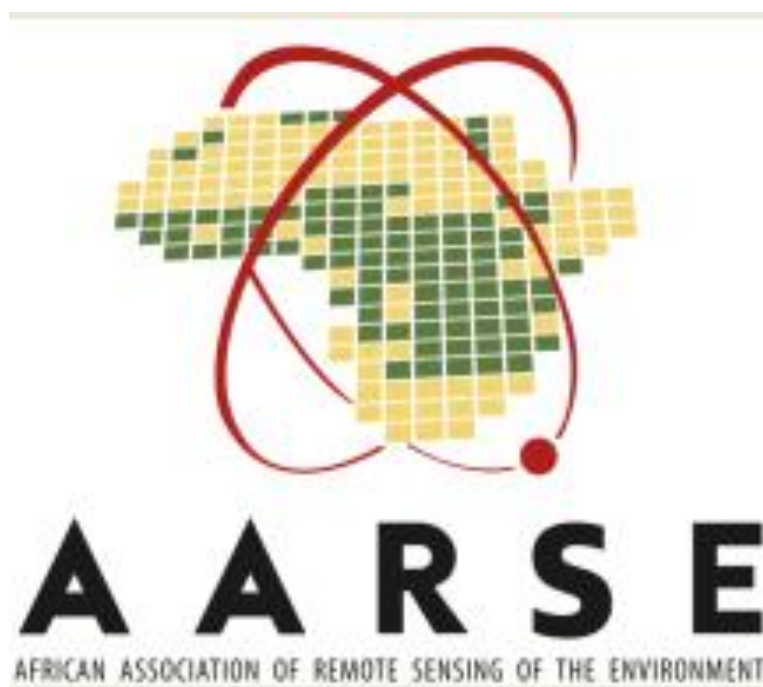
ARTICLE 14 – REGISTERED ADDRESS

The registered address of the organisation shall be the physical and postal address of the the legal registered address of AARSE (Pty) Ltd, a registered Section 21 Not for Profit Company in the Republic of South Africa.

African Association of Remote Sensing of the Environment

Financial report summary

February 2012



AFRICAN ASSOCIATION OF REMOTE SENSING OF THE ENVIRONMENT NPC

REGISTRATION NUMBER 2008/029110/08

GENERAL INFORMATION

COUNTRY OF INCORPORATION AND DOMICILE

South Africa

NATURE OF BUSINESS AND PRINCIPAL ACTIVITIES

The conduct or promotion of scientific technical or industrial research to promote sensing in earth observation

DIRECTORS

S Mostert

PW Zeil

O Kufoniyi

T Woldai

HJ Annegarn

REGISTERED OFFICE

Unit 35

Norma Jean Square

244 Jean Avenue

Centurion

0157

POSTAL ADDRESS

P O Box 7445

Centurion

0046

BANKERS

ABSA

AUDITORS

Du Plessis & Du Plessis

STATEMENT OF FINANCIAL POSITION AT 29 FEBRUARY 2012

	<u>NOTES</u>	<u>2012</u> R	<u>2011</u> R
ASSETS			
CURRENT ASSETS			
		640 762	389 358
Trade and Other Receivables		111 585	44 732
Cash and Cash Equivalents	2	529 177	344 626
		640 762	389 358
TOTAL ASSETS			
EQUITY AND LIABILITIES			
EQUITY			
Retained Income		633 748	389 337
CURRENT LIABILITIES			
Trade and Other Payables		7 014	21
		7 014	21
TOTAL LIABILITIES			
		640 762	389 358
TOTAL EQUITY AND LIABILITIES			

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 29 FEBRUARY 2012

	<u>NOTES</u>	<u>2012</u> R	<u>2011</u> R
Other Income		281 565	1 116 565
Operating Expenses		(37 364)	(741 946)
		244 201	374 619
Operating Profit		244 201	374 619
Investment Revenue	3	430	-
Finance Costs	4	(220)	-
		244 411	374 619
Profit for the Year			
		244 411	374 619
Total Comprehensive Income for the Year			